

Wade Gary L  
 Form 5  
 February 17, 2010

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 Wade Gary L

2. Issuer Name and Ticker or Trading Symbol  
 ADCARE HEALTH SYSTEMS INC  
 [ADK]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

4714 MERRIMONT AVENUE  
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

SPRINGFIELD, OH 45503

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/07/2009	^	A4 <sup>(1)</sup>	50,866 A \$ <sup>(1)</sup>	188,707	D	^
Common Stock	12/31/2009	^	L <sup>(5)</sup>	3,203 A \$ <sup>(5)</sup>	188,707	D	^
Common Stock	^	^	^	^ ^ ^ ^	188,707	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security
					(A)	(D)	Date Exercisable	Expiration Date		
Warrants	Â	12/07/2009	Â	J4 <sup>(1)</sup>	Â	50,866	11/16/2012	11/16/2017	Common Stock	50
Warrants	\$ 2.5 <sup>(4)</sup>	Â	Â	Â	Â	Â	11/07/2006	12/08/2014 <sup>(4)</sup>	Common Stock	2
Warrants	\$ 2.5	Â	Â	Â	Â	Â	01/31/2005	09/01/2011 <sup>(6)</sup>	Common Stock	40
Warrants	Â	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	11/16/2017	Common Stock	20
Options	\$ 2.5	Â	Â	Â	Â	Â	08/27/2005	08/27/2010	Common Stock	1
Options	\$ 2.5	Â	Â	Â	Â	Â	08/27/2006	08/27/2011	Common Stock	1
Options	\$ 2.5	Â	Â	Â	Â	Â	08/27/2007	08/27/2012	Common Stock	1
Options	\$ 1.5	Â	Â	Â	Â	Â	05/09/2007	05/09/2012	Common Stock	2
Options	\$ 1.5	Â	Â	Â	Â	Â	05/09/2008	05/09/2013	Common Stock	2
Options	\$ 1.5	Â	Â	Â	Â	Â	05/09/2009	05/09/2014	Common Stock	2
Options	\$ 1.5	Â	Â	Â	Â	Â	05/09/2010	05/09/2015	Common Stock	2
Options	\$ 1.5	Â	Â	Â	Â	Â	05/09/2011	05/09/2016	Common Stock	2

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wade Gary L  
4714 MERRIMONT AVENUE     X     President & CEO  
SPRINGFIELD, OH 45503

## Signatures

Carol Groeber by power of                    02/17/2010  
attorney

        \*\*Signature of Reporting Person

        Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On August 15, 2008 the shareholders approved an incentive plan which granted warrants to certain officers and directors. The warrants vested over a five year period. On December 7, 2009 the shareholders approved an amendment to the incentive plan to eliminate 218,461 warrants. The amendment further called for 218,461 shares of the Company's common stock with a one year restriction on transfer to be issued.
- (2) The exercise price of the warrants vested in 2008 was \$1.21 per share, those vested in 2009 was \$2.25, those vested in 2010 was \$3.00 and those vesting in 2011 is \$4.00
- (3) The exercise price of the warrants was based upon the average closing price of the Company's common stock on NYSE-Amex during January 2011 but not less than \$3.00.
- (4) On December 21, 2009 the warrant holders voted to amend the warrant agreement to decrease the exercise price from \$5.40 to \$2.54 and extend the expiration date to 12/8/2014 the fifth anniversary date of the Company's private offering.
- (5) Shares were purchased throughtout 2009 at various prices by participation in the AdCare Health Systems Employee Stock Purchase Program.
- (6) On December 7, 2009 shareholders voted to extend the expiration date of the warrants to 9/1/2011 which is the expiration date of Mr. Wade's employment contract.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.